

INSTRUCTIONS: A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements; or, where no contract exists, a full statement of all the circumstances, by reason of which the registrant is acting as an agent of a foreign principal. This form shall be filed in duplicate for each foreign principal named in the registration statement and must be signed by or on behalf of the registrant.

Name of Registrant ARNOLD & PORTER	Name of Foreign Principal Government of Canada
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Check Appropriate Boxes:

- ☐ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach two copies of the contract to this exhibit.
- ☒ There is no formal written contract between the registrant and foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach two copies of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
- ☐ The agreement or understanding between the registrant and foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and the expenses, if any, to be received.

- Describe fully the nature and method of performance of the above indicated agreement or understanding.

As set forth in the attached correspondence, the Registrant will render legal advice with respect to certain aspects of U.S. law and policy relating to trade and investment. The fee for such representation is to be determined periodically, as set forth in the attached correspondence, based on usual hourly charges plus out-of-pocket expenses. The duration of the agreement is indefinite.

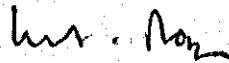
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5. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

As set forth in the attached correspondence, the Registrant will render legal advice to the foreign principal with respect to certain aspects of U.S. law and policy relating to trade and investment.

6. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act?¹
Yes ☐ No ☒

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

Date of Exhibit B	Name and Title	Signature
July 24, 1987	William D. Rogers, Partner	

¹Political activity as defined in Section 1(o) of the Act means the dissemination of political propaganda and any other activity which the person engaging therein believes will, or which he intends to, prevail upon, indoctrinate, convert, induce, persuade, or in any other way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

1700 LINCOLN STREET
DENVER, COLORADO 80203
(303) 863-1000

ROBERT HERZSTEIN
DIRECT LINE: (202) 872-6838

ARNOLD & PORTER

1200 NEW HAMPSHIRE AVENUE, N. W.
WASHINGTON, D. C. 20036
(202) 872-6700

CABLE: "ARFORD"
TELECOPIER: (202) 872-6720
TELEX: 89-2733

900 THIRD AVENUE
NEW YORK, NEW YORK 10022
(212) 593-2772

July 7, 1987

K. von Finckenstein, Q.C.
Senior General Counsel
Trade Negotiations Office
Government of Canada
Ottawa, Canada K1A 1J1

Dear Mr. von Finckenstein:

I am writing to confirm our arrangement concerning the legal advice you may request with respect to certain aspects of U.S. law and policy relating to trade and investment.

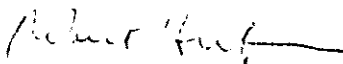
We will perform work that you request in accordance with our usual practice of basing our fees on the amount of time reasonably required to perform the work. We will periodically send you statements for our fees. We will also include a statement for actual expenses incurred by us on your behalf, such as photocopies, long distance telephone charges, travel, etc.


I will of course always be prepared to explain the basis for our fees and answer questions you may have.

If this arrangement is acceptable to you, I would appreciate it if you would sign the enclosed copy of this letter and return it to us for our file.

I am looking forward to working with you.

Sincerely yours,


Robert Herzstein


Subject to clarification
set out in my letter to you
of July 16/87

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GENERAL DIVISION
JUL 17 1987



Government
Canada

Gouvernement
du Canada

Trade Negotiations
Office

Bureau des négociations
commerciales

Ottawa, Canada

Ottawa, Canada
K1A 1J1

17th Floor

50 O'Connor Street

July 16, 1987

Our file #1400-10-1

Mr. Robert Hertzstein
Arnold & Porter
Attorneys at Law
4th Floor
1200 New Hampshire Avenue, N.W.
WASHINGTON, D.C. 20036

Dear Mr. Hertzstein:

Thank you for your letter of July 7, 1987. I am pleased that you accepted to act as Agent of the Attorney General of Canada.

In order for me to pay your account it has:

(a) to contain the following certifying clause

"I hereby certify that I have rendered the services herein referred to and that this account truly shows the nature of the services rendered, the time occupied, the fees claimed, the disbursements made and all moneys received by me in this manner."

Agent of the Attorney General of
Canada

(b) to clearly set out the hours worked and the rate charged,

(c) to clearly set out the disbursements.

In addition, your charged account may not exceed \$30,000 without prior written authorization from me.

Canada

I presume the middle paragraph of your letter of July 7 indicates your willingness to do so. However, for greater certainty I thought it best to spell out these details.

I return herewith your letter signed as requested.

Yours sincerely,

A handwritten signature in dark ink, appearing to be 'K. von Finckenstein', with a long horizontal stroke extending to the right.

K. von Finckenstein, Q.C.
Senior General Counsel